

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
-----	X	

**NOTICE OF ASSUMPTION AND ASSIGNMENT
OF ADDITIONAL EXECUTORY CONTRACTS**

1. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed a motion,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

dated November 1, 2018 (ECF No. 429) (the “**Sale Motion**”) seeking, among other things, the entry of an order pursuant to sections 105, 363 and 365 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rules 2002, 6004, 6006, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 6004-1, 6005-1 and 6006-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), authorizing and approving the sale of the Acquired Assets and the assumption and assignment of certain executory contracts and unexpired leases of the Debtors in connection therewith.

2. On January 18, 2019, the Debtors filed and served on the applicable counterparties the *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 1731) (the “**Initial Notice**”).

3. On January 23, 2019, the Debtors filed and served on the applicable counterparties the *Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 1774) (the “**Supplemental Notice**”).

4. On January 31, 2019, the Debtors filed and served on the applicable counterparties the *Second Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 2314) (the “**Second Supplemental Notice**”).

5. On March 5, 2019, the Debtors filed and served on the applicable counterparties the *Third Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 2753) (the “**Third Supplemental Notice**”).

6. On March 29, 2019, the Debtors filed and served on the applicable counterparties the *Fourth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 2995) (the “**Fourth Supplemental Notice**”).

7. On April 9, 2019, the Debtors filed and served on the applicable counterparties the *Fifth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 3097) (the “**Fifth Supplemental Notice**”).

8. On April 11, 2019, the Debtors filed and served on the applicable counterparties the *Sixth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 3152) (the “**Sixth Supplemental Notice**” and together with the Initial Notice, the Supplemental Notice, the Second Supplemental Notice, the Third Supplemental Notice, the Fourth Supplemental Notice, and the Fifth Supplemental Notice, the “**Assumption and Assignment Notices**”).

9. On February 8, 2019, the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith, and (IV) Granting Related Relief* (the “**Sale Order**”) (ECF No. 2507)² was entered by the Court.

10. In accordance with the terms of the Sale Order, Buyer may designate Additional Contracts and Designatable Leases (collectively, the “**Additional Assigned Agreements**”) for assumption and assignment for up to sixty (60) days after the Closing Date (the “**Designation Rights Period**”), which occurred on February 11, 2019. The Debtors and Buyer agreed to an extension of the Designation Rights Period and, on April 12, 2019, the Debtors filed the *Notice of Amendment to Asset Purchase Agreement Extending Certain Deadlines* (ECF No. 3171), which extended the Designation Rights Period to May 3, 2019 for certain Designatable Leases and to May 13, 2019 for certain Additional Contracts.

11. On April 2, 2019, the Court entered the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (the “**Assumption and Assignment Order**”) (ECF No. 3008).

12. Paragraphs 26 and 27 of the Assumption and Assignment Order establish a noticing procedure for assumption and assignment of Additional Assigned Agreements.

13. In accordance with the Sale Order and the Assumption and Assignment Order, Buyer has designated for assumption and assignment certain Additional Contracts, which are listed on **Exhibit 1** hereto.

14. Each of the Additional Contracts listed on **Exhibit 1** was listed on an Assumption and Assignment Notice that was previously filed with the Bankruptcy Court and served on the applicable Counterparty, and all objection periods related to such Assumption and Assignment Notice, other than the Sixth Supplemental Notice, have expired. All Additional Contracts listed in **Exhibit 1** shall be deemed to include any and all applicable supplements, amendments, and/or addenda.

15. To the extent a counterparty to an Additional Contract properly filed and served a Cure Objection, and to the extent such counterparty is entitled to assert a Cure Objection under the Sixth Supplemental Notice, or an additional objection to cure costs or assumption and assignment that could not have been raised in its prior objection, in accordance with paragraph 34 of the Sale Order and paragraph 26 of the Assumption and Assignment Order, such counterparty shall file and serve such objection (a “**Supplemental Objection**”) in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) so as to be filed and received no later than April 24, 2019 at 4:00 p.m. (Eastern Time) (the “**Supplemental Objection Deadline**”).

16. If a Cure Objection or a Supplemental Objection is timely filed and served with respect to an Additional Contract listed on **Exhibit 1**, the contract that is the subject of the Cure

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Sale Order.

Objection or Supplemental Cure Objection may be removed from the list of Additional Contracts listed on Exhibit 1 at any time prior to the Assumption Effective Date for such Additional Contract, as determined in accordance with paragraph 27 of the Assumption and Assignment Order, or, to the extent it remains unresolved, such Cure Objection or Supplemental Objection shall be set for a hearing (the “**Hearing**”) before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 118, 300 Quarropas Street, White Plains, New York, 10601-4140 (the “**Bankruptcy Court**”) on a date to be scheduled.

17. If a timely Cure Objection is not filed (or any such objection has been withdrawn or resolved) and the Supplemental Objection Deadline is not applicable to an Additional Contract, the Assumption Effective Date for any such Additional Contract shall be the date that this notice is filed with the Court.

Dated: April 16, 2019
New York, New York

/s/ Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

Exhibit 1

Additional Contracts

Sears Holdings Corporation
Executory Contracts to be Assigned

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date	Debtors' Asserted Cure Amount	Counterparty's Asserted Cure Amount	Disputed Cure Amount	Comments
1	1987	SEARS, ROEBUCK AND CO.	3PD INC	SUPPLY CHAIN - XPO LAST MILE, INC - EXHIBITS (CASPER, LAREDO) 2018	CW2339873	11/26/17	11/23/2019	N/A	N/A	N/A	Cure amount resolved
2	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN - XPO - EXHIBIT - BOISE, ID 2018	CW2337480	2/4/18	01/30/2020	N/A	N/A	N/A	
3	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN - XPO - JANUARY EXHIBITS 2018 - (ALBUQUERQUE, ALLENTOWN, CHESAPEAKE, HOUSTON, LIVERPOOL, LYNCHBURG, MCALLEN, MONROE, OCALA, OKLAHOMA CITY, SALT LAKE CITY, SUNRISE, TAMPA, TULSA, WINTER PK)	CW2335715	2/4/18	02/07/2020	N/A	N/A	N/A	
4	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN - XPO FEBRUARY 2018 WAREHOUSE EXHIBITS - (LIVERPOOL, LYNCHBURG, MCALLEN, OCALA, OKLAHOMA CITY, SALT LAKE CITY, TULSA)	CW2335951	2/4/18	02/07/2020	N/A	N/A	N/A	
5	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN - XPO - FEB EXHIBIT 2018 - CHATTANOOGA, TN	CW2339417	2/8/18	02/07/2020	N/A	N/A	N/A	
6	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN - XPO - FEBRUARY EXHIBITS 2018 (GRAPEVINE, KENT, KINGSTON, LIVONIA, RICHMOND, TUCKER)	CW2335935	2/18/18	02/07/2020	N/A	N/A	N/A	
7	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN - XPO - EXHIBIT (SANTA ANA, CA) 2018	CW2339855	9/3/18	08/28/2021	N/A	N/A	N/A	
8	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN- 3PD INC- WAREHOUSE MSA 2014	CW2284184	6/1/14	06/01/2019	N/A	N/A	N/A	
9	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN- XPO (3PD, INC)- WAREHOUSE MSA 2014	CW2296126	2/8/15	02/07/2020	N/A	N/A	N/A	
10	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN- XPO (3PD, INC)- MSA SEARS 2015	CW2303254	2/15/15	02/14/2020	N/A	N/A	N/A	
11	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN- XPO (3PD, INC)- WAREHOUSE EXHIBIT (EDISON) 2017	CW2322518	7/1/16	06/30/2019	N/A	N/A	N/A	
12	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN- XPO- 3PD INC- EXHIBIT (EDISON) 2017	CW2323336	10/10/16	06/30/2019	N/A	N/A	N/A	
13	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN- XPO- 3PD INC- EXHIBIT (SECAUCAS) 2017	CW2323338	11/27/16	06/30/2019	N/A	N/A	N/A	
14	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN- XPO (3PD, INC)- EXHIBIT (CORPUS CHRISTI, TX) 2017	CW2307082	2/12/17	02/08/2020	N/A	N/A	N/A	
15	1987	INNOVEL SOLUTIONS, INC.	3PD INC	SUPPLY CHAIN- XPO- HOME DELIVERY AND SHUTTLE AGREEMENT 2018 (MDO)	CW2334024	2/4/18	08/28/2021	N/A	N/A	N/A	
16	2076	KMART CORPORATION	AMERICAN GREETINGS CORPORATION	AGREEMENT	N/A	N/A	Recurring	N/A	N/A	N/A	
17	2076	KMART CORPORATION; SEARS, ROEBUCK AND CO.	AMERICAN GREETINGS CORPORATION	THIRD AMENDMENT TO AGREEMENT	N/A	N/A	Recurring	N/A	N/A	N/A	
18	2076	KMART CORPORATION	AMERICAN GREETINGS CORPORATION	SCAN-BASED TRADING/CONSIGNMENT PROTOCOL	N/A	#N/A	N/A	N/A	N/A	N/A	
19	2078	KMART CORPORATION	CARDINAL HEALTH, INC	SUPPLY AGREEMENT LEADER BRAND VITAMINS	SHCLCW4490	1/29/12	Recurring	N/A	N/A	N/A	
20	2098	SEARS HOLDINGS PUBLISHING COMPANY	CORE ORGANIZATION INC	CW2291743 HS THE CORE ORGANIZATION MPA SOW 2013-2015	CW2291743	N/A	N/A	N/A	N/A	N/A	Cure amount resolved
21	2098	SEARS HOLDINGS PUBLISHING COMPANY	CORE ORGANIZATION INC	FIRST AMENDMENT TO AGREEMENT	N/A	N/A	N/A	N/A	N/A	N/A	Cure amount resolved
22	2098	SEARS HOLDINGS MANAGEMENT CORPORATION	CORE ORGANIZATION INC	HOME SERVICES PRINT PROGRAM - STATEMENT OF WORK 9/1/16 THROUGH 8/31/18 (2 YEARS)	CW2321178	9/1/16	N/A	N/A	N/A	N/A	Cure amount resolved
23	1942	KMART CORPORATION; SEARS HOLDINGS MANAGEMENT CORPORATION; SEARS, ROEBUCK AND CO.	JOHNSON CONTROLS INC	FAC - JOHNSON CONTROLS INC - MASTER SERVICES AGREEMENT - 2006	CW2305871	9/18/15	11/30/2020	\$ 17,656.44	\$ 17,656.44	\$ -	
24	1942	INNOVEL SOLUTIONS, INC.; KMART CORPORATION; SEARS, ROEBUCK AND CO.; SEARS, ROEBUCK DE PUERTO RICO,	JOHNSON CONTROLS INC	APP- JOHNSON CONTROL INC- ALARM MONITORING - 2018	CW2338996	9/1/18	08/31/2021	\$ 41,000.00	\$ 41,000.00	\$ -	

Sears Holdings Corporation
Executory Contracts to be Assigned

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date	Debtors' Asserted Cure Amount	Counterparty's Asserted Cure Amount	Disputed Cure Amount	Comments
25	2538, 2091	SEARS HOME IMPROVEMENT PRODUCTS, INC.	ORKIN LLC	MASTER AGREEMENT	CW2334069	1/1/18	12/31/20	\$ 200,000.00	\$ 200,000.00	\$ -	
26	1936	INNOVEL SOLUTIONS, INC.	UPS	ELECTRONIC DATA ACCESS AND EXCHANGE AGREEMENT	N/A	N/A	03/31/2020	\$ -	\$ -	\$ -	
27	2114, 2073	SEARS, ROEBUCK AND CO.	VALVOLINE LLC	RO-ASHLAND CONSUMER MARKETS UNIT-MASTER PURCHASE AGREEMENT-2013	SHCLCW3162	N/A	06/30/2019	N/A	N/A	N/A	Cure amount resolved
28	2114, 2073	SEARS, ROEBUCK AND CO.	VALVOLINE LLC	N/A	SHCLCW3162	7/1/13	6/30/19	N/A	N/A	N/A	Cure amount resolved
29	2114, 2073	SEARS, ROEBUCK AND CO.	VALVOLINE LLC	N/A	SHCLCW3162	7/1/13	6/30/19	N/A	N/A	N/A	Cure amount resolved
30	2206	INNOVEL SOLUTIONS, INC.; KSMART CORPORATION; SEARS, ROEBUCK AND CO.; SEARS, ROEBUCK DE PUERTO RICO,	MAERSK LINE A/S	CONTRACT AMENDMENT	297368502	N/A	04/30/2019	\$ 86,527.02	\$ 86,527.02	\$ -	
31	2206	SEARS HOLDINGS MANAGEMENT CORPORATION; INNOVEL SOLUTIONS, INC.	MAERSK LINE A/S	N/A	N/A	10/31/18	N/A	\$ -	\$ -	\$ -	
32	2206	INNOVEL SOLUTIONS, INC.	MAERSK LINE A/S	SERVICE CONTRACT AMENDMENT	N/A	N/A	N/A	\$ -	\$ -	\$ -	
33	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC-OC WASTE MANAGEMENT-MDU INVOICING - 2017	CW2336986	9/1/06	04/30/2020	N/A	N/A	N/A	Cure amount resolved
34	2547, 1783	INNOVEL SOLUTIONS, INC.; KSMART CORPORATION; SEARS HOME IMPROVEMENT PRODUCT; SEARS, ROEBUCK AND CO.; SEARS, ROEBUCK DE PUERTO RICO,	WASTE MANAGEMENT (WMX)	FAC - WASTE REMOVAL - WASTE MANAGEMENT - 2014	CW2294970	2/1/15	05/01/2020	N/A	N/A	N/A	Cure amount resolved
35	2547, 1783	INNOVEL SOLUTIONS, INC.; KSMART CORPORATION; SEARS HOME IMPROVEMENT PRODUCT; SEARS, ROEBUCK AND CO.; SEARS, ROEBUCK DE PUERTO RICO,	WASTE MANAGEMENT (WMX)	FAC - WASTE AND RECYCLING - WASTE MANAGEMENT - 2015	CW2302621	2/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
36	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - RSC INVOICING - 2015	CW2314505	2/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
37	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - FRANCHISE INVOICES - 2105	CW2314503	2/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
38	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - SUPPORT CENTERS INVOICING - 2016	CW2314501	2/1/15	05/01/2020	N/A	N/A	N/A	Cure amount resolved
39	2547, 1783	INNOVEL SOLUTIONS, INC.; KSMART CORPORATION; SEARS HOME IMPROVEMENT PRODUCT; SEARS, ROEBUCK AND CO.; SEARS, ROEBUCK DE PUERTO RICO,	WASTE MANAGEMENT (WMX)	FAC - RECYCLING - WASTE MANAGEMENT - MSA - 2015	CW2298491	4/1/15	05/01/2020	N/A	N/A	N/A	Cure amount resolved
40	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - SEARS AUTO CENTERS - 2015	CW2314524	5/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
41	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - DDC INVOICING - 2015	CW2314507	5/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
42	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - MDU INVOICING - 2015	CW2314517	5/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
43	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - SEARS FLS, MICHIGAN INVOICING - 2015	CW2314519	5/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
44	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - RRD-CDFC-TDC INVOICING - 2015	CW2314515	5/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
45	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - RDC INVOICING - 2015	CW2314512	5/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
46	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - HOME SERVICES INVOICING - 2015	CW2314509	5/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved

Sears Holdings Corporation
Executory Contracts to be Assigned

Sears Holdings Corporation
Executory Contracts to be Assigned

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date	Debtors' Asserted Cure Amount	Counterparty's Asserted Cure Amount	Disputed Cure Amount	Comments
47	2547, 1783	INNOVEL SOLUTIONS, INC.; KMART CORPORATION; SEARS HOME IMPROVEMENT PRODUCT; SEARS, ROEBUCK AND CO.; SEARS, ROEBUCK DE PUERTO RICO.	WASTE MANAGEMENT (WMX)	FAC - WASTE MANAGEMENT - RECYCLING MACHINE MAINT - 2015	CW2318113	5/1/15	04/30/2020	N/A	N/A	N/A	Cure amount resolved
48	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MGMT - JAN LEWIS INVOICE - 2016	CW2316605	1/1/16	04/30/2020	N/A	N/A	N/A	Cure amount resolved
49	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MGMT - KMART INVOICING 1 - 2015	CW2320607	4/1/16	04/30/2020	N/A	N/A	N/A	Cure amount resolved
50	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MGMT - KMART INVOICING 2 - 2016	CW2320611	4/1/16	04/30/2020	N/A	N/A	N/A	Cure amount resolved
51	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MANAGEMENT - HOME SERVICES INVOICING - 2017	CW2326249	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
52	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	ACC_OC WASTE MANAGEMENT_HOME SERVICES INVOICING - 2017	CW2337467	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
53	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MANAGEMENT SEARS FLS 1	CW2327504	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
54	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MGMT - KMART INVOICING 1 - 2015	CW2326201	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
55	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MANAGEMENT - RRD-CDFC-TDC INVOICING - 2017	CW2326360	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
56	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MANAGEMENT - RSC INVOICING - 2017	CW2326362	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
57	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MGMT - JAN LEWIS INVOICE - 2017	CW2326366	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
58	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MANAGEMENT - DDC INVOICING - 2017	CW2326353	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
59	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MANAGEMENT - RDC INVOICING - 2017	CW2326356	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
60	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MANAGEMENT - SEARS AUTO CENTERS - 2017	CW2326348	4/21/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
61	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - OC WASTE MANAGEMENT SEARS FLS 2	CW2327514	5/9/17	04/30/2020	N/A	N/A	N/A	Cure amount resolved
62	2547, 1783	N/A	WASTE MANAGEMENT (WMX)	FAC - WASTE MGMT - CHILD CARE INVOICE - 2017	CW2331465	6/1/17	08/31/2020	N/A	N/A	N/A	Cure amount resolved
63	2547, 1783	SEARS HOLDINGS MANAGEMENT CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
64	2547, 1783	SEARS HOLDINGS MANAGEMENT CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
65	2547, 1783	SEARS, ROEBUCK AND CO.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
66	2547, 1783	KMART CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
67	2547, 1783	SEARS, ROEBUCK DE PUERTO RICO, INC.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
68	2547, 1783	SEARS HOME IMPROVEMENT PRODUCTS, INC.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
69	2547, 1783	SEARS HOLDINGS MANAGEMENT CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	2/1/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
70	2547, 1783	SEARS, ROEBUCK AND CO.	WASTE MANAGEMENT (WMX)		CW2302621	2/1/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
71	2547, 1783	KMART CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	2/1/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
72	2547, 1783	SEARS, ROEBUCK DE PUERTO RICO, INC.	WASTE MANAGEMENT (WMX)		CW2302621	2/1/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
73	2547, 1783	SEARS HOME IMPROVEMENT PRODUCTS, INC.	WASTE MANAGEMENT (WMX)		CW2302621	2/1/15	4/30/20	N/A	N/A	N/A	Cure amount resolved

Sears Holdings Corporation
Executory Contracts to be Assigned

Sears Holdings Corporation
Executory Contracts to be Assigned

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date	Debtors' Asserted Cure Amount	Counterparty's Asserted Cure Amount	Disputed Cure Amount	Comments
74	2547, 1783	SEARS, ROEBUCK AND CO.	WASTE MANAGEMENT (WMX)		CW2302621	2/1/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
75	2547, 1783	SEARS, ROEBUCK AND CO.	WASTE MANAGEMENT (WMX)		CW2302621	2/1/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
76	2547, 1783	SEARS HOLDINGS MANAGEMENT CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
77	2547, 1783	SEARS, ROEBUCK AND CO.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
78	2547, 1783	KMART CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
79	2547, 1783	SEARS, ROEBUCK DE PUERTO RICO, INC.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
80	2547, 1783	SEARS HOME IMPROVEMENT PRODUCTS, INC.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
81	2547, 1783	SEARS, ROEBUCK AND CO.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
82	2547, 1783	KMART CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
83	2547, 1783	SEARS, ROEBUCK DE PUERTO RICO, INC.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
84	2547, 1783	SEARS HOME IMPROVEMENT PRODUCTS, INC.	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
85	2547, 1783	SEARS HOLDINGS MANAGEMENT CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
86	2547, 1783	SEARS HOLDINGS MANAGEMENT CORPORATION	WASTE MANAGEMENT (WMX)		CW2302621	6/19/15	4/30/20	N/A	N/A	N/A	Cure amount resolved
87	2547, 1783	KMART CORPORATION; SEARS HOME IMPROVEMENT PRODUCTS, INC.; SEARS, ROEBUCK AND CO.; SEARS, ROEBUCK DE PUERTO RICO, INC.	WASTE MANAGEMENT (WMX)	VENDOR AGREEMENT	CW2302621	1/0/00	4/29/20	N/A	N/A	N/A	Cure amount resolved
88	2010	SEARS HOLDINGS MANAGEMENT CORPORATION; SEARS, ROEBUCK AND CO.	LUXOTTICA RETAIL NORTH AMERICA INC	THE PURPOSE OF THIS LETTER AGREEMENT ("LETTER AGREEMENT") IS TO SET FORTH THE TERMS AND CONDITIONS MUTUALLY AGREED UPON BY SEARS HOLDINGS MANAGEMENT CORP., AS AGENT FOR SEARS, ROEBUCK AND CO. ("SEARS"), AND LUXOTTICA RETAIL NORTH AMERICA INC. ("LUXOTTICA")	N/A	N/A	5/30/20	N/A	N/A	N/A	
89	2010	SHC LICENSED BUSINESS LLC	LUXOTTICA RETAIL NORTH AMERICA INC	THIS SECOND AMENDMENT ("SECOND AMENDMENT") TO THE LICENSE AGREEMENT IS MADE AS OF MAY 18, 2018 ("AMENDMENT EFFECTIVE DATE") BY LUXOTTICA RETAIL NORTH AMERICA INC., AN OHIO CORPORATION ("LICENSEE"), AND SHC LICENSED BUSINESS LLC, A DELAWARE LIMITED LIAB	N/A	N/A	5/30/20	N/A	N/A	N/A	
90	2010	SHC LICENSED BUSINESS LLC	LUXOTTICA RETAIL NORTH AMERICA INC	THIS FIRST AMENDMENT (FIRST AMENDMENT) TO THE LICENSE AGREEMENT IS MADE AS OF JUNE 19, 2017 (AMENDMENT EFFECTIVE DATE) BY LUXOTTICA RETAIL NORTH AMERICA INC., AN OHIO CORPORATION (LICENSEE), AND SHC LICENSED BUSINESS LLC, A DELAWARE LIM	N/A	N/A	5/30/20	N/A	N/A	N/A	Cure amount resolved
91	2010	SEARS, ROEBUCK AND CO.	LUXOTTICA RETAIL NORTH AMERICA INC	THIS LICENSE AGREEMENT (TOGETHER WITH ALL SCHEDULE HERETO, THE AGREEMENT) IS ENTERED INTO AS OF MAY 31, 2015 (THE EFFECTIVE DATE), BY SEARS HOLDINGS MANAGEMENT CORP., A DELAWARE CORPORATION, AS AGENT FOR SEARS, ROEBUCK AND CO., A NEW YORK CORP	N/A	N/A	05/30/2020	N/A	N/A	N/A	

Sears Holdings Corporation
Executory Contracts to be Assigned

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date	Debtors' Asserted Cure Amount	Counterparty's Asserted Cure Amount	Disputed Cure Amount	Comments
92	2010	SHC LICENSED BUSINESS LLC	LUXOTTICA RETAIL NORTH AMERICA INC	THIS SYW PARTNERSHIP AGREEMENT (AGREEMENT) IS ENTERED INTO AND MADE EFFECTIVE AS OF JANUARY 1, 2017 (EFFECTIVE DATE) BY AND BETWEEN LUXOTTICA RETAIL NORTH AMERICA INC., AN OHIO CORPORATION D/B/A SEARS OPTICAL, WITH AN OFFICE LOCATED AT 4	N/A	N/A	5/30/20	N/A	N/A	N/A	
93	2010	SHC LICENSED BUSINESS LLC	LUXOTTICA RETAIL NORTH AMERICA INC	THIS SECOND AMENDMENT (SECOND AMENDMENT) TO THE LICENSE AGREEMENT IS MADE AS OF NOVEMBER 1, 2017 ('AMENDMENT EFFECTIVE DATE') BY LUXOTTICA RETAIL NORTH AMERICA INC., AN OHIO CORPORATION ('LICENSEE') AND SHC LICENSED BUSINESS LLC, A DELAWARE LIMITED	N/A	N/A	5/30/20	N/A	N/A	N/A	
94	2010	SEARS, ROEBUCK AND CO.	LUXOTTICA RETAIL NORTH AMERICA INC	THIS FOURTH AMENDMENT TO MASTER AMENDMENT (THIS FOURTH AMENDMENT), EFFECTIVE AS OF SEPTEMBER 29, 2014 (THE AMENDMENT EFFECTIVE DATE) IS ENTERED INTO BY AND BETWEEN SEARS, ROEBUCK AND CO., A NEW YORK CORPORATION (SEARS), AND LUXOTTICA RET	N/A	N/A	5/30/20	N/A	N/A	N/A	
95	2010	SEARS HOLDINGS MANAGEMENT CORPORATION	LUXOTTICA RETAIL NORTH AMERICA INC	THE PURPOSE OF THIS LETTER AGREEMENT ('LETTER AGREEMENT') IS TO SET FORTH THE TERMS AND CONDITIONS MUTUALLY AGREED UPON BY SEARS HOLDINGS MANAGEMENT CORP., AS AGENT FOR SEARS, ROEBUCK AND CO. (SEARS), AND LUXOTTICA RETAIL NORTH AMERICA INC. (LUXOTTICA), RE	N/A	N/A	5/30/20	N/A	N/A	N/A	
96	2010	SEARS, ROEBUCK AND CO.	LUXOTTICA RETAIL NORTH AMERICA INC	THIS KARDASHIAN ONLINE LICENSE AGREEMENT (TOGETHER WITH ALL SCHEDULE HERETO, THE 'AGREEMENT') IS ENTERED INTO AS OF NOVEMBER 21, 2012 (THE EFFECTIVE DATE), BY SEARS HOLDINGS MANAGEMENT CORP., A DELAWARE CORPORATION, AS AGENT FOR SEARS, ROEBUCK AND CO., A N	N/A	N/A	5/30/20	N/A	N/A	N/A	
97	2010	SEARS, ROEBUCK AND CO.; SHC LICENSED BUSINESS LLC	LUXOTTICA RETAIL NORTH AMERICA INC	THIS FIRST AMENDMENT (FIRST AMENDMENT) TO THE LICENSE AGREEMENT IS MADE AS OF JUNE 19, 2017 (AMENDMENT EFFECTIVE DATE) BY LUXOTTICA RETAIL NORTH AMERICA INC., AN OHIO CORPORATION (LICENSEE), AND SHC LICENSED BUSINESS LLC, A DELAWARE LIM	N/A	N/A	5/30/20	N/A	N/A	N/A	
98	2010	SEARS HOLDINGS MANAGEMENT CORPORATION; SEARS, ROEBUCK AND CO.	LUXOTTICA RETAIL NORTH AMERICA INC	THIS LICENSE AGREEMENT (TOGETHER WITH ALL SCHEDULE HERETO, THE AGREEMENT) IS ENTERED INTO AS OF MAY 31, 2015 (THE "EFFECTIVE DATE"), BY SEARS HOLDINGS MANAGEMENT CORP., A DELAWARE CORPORATION, AS AGENT FOR SEARS, ROEBUCK AND CO., A NEW YORK CORPORAT	N/A	N/A	05/30/2020	N/A	N/A	N/A	
99	2010	SHC LICENSED BUSINESS LLC	LUXOTTICA RETAIL NORTH AMERICA INC	THIS SECOND AMENDMENT ("SECOND AMENDMENT) TO THE LICENSE AGREEMENT IS MADE AS OF NOVEMBER 1, 2017 (AMENDMENT EFFECTIVE DATE) BY LUXOTTICA RETAIL NORTH AMERICA INC., AN OHIO CORPORATION ("LICENSEE"), AND SHC LICENSED BUSINESS LLC, A DELAWARE LIMIT	N/A	N/A	5/30/20	N/A	N/A	N/A	

Sears Holdings Corporation
Executory Contracts to be Assigned

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date	Debtors' Asserted Cure Amount	Counterparty's Asserted Cure Amount	Disputed Cure Amount	Comments
100	2010	SHC LICENSED BUSINESS LLC	LUXOTTICA RETAIL NORTH AMERICA INC	THIS SYW PARTNERSHIP AGREEMENT (AGREEMENT) IS ENTERED INTO AND MADE EFFECTIVE AS OF JANUARY 1, 2017 (EFFECTIVE DATE) BY AND BETWEEN LUXOTTICA RETAIL NORTH AMERICA INC., AN OHIO CORPORATION D/B/A SEARS OPTICAL, WITH AN OFFICE LOCATED AT 4	N/A	N/A	05/30/2021	N/A	N/A	N/A	
101	2010	SEARS, ROEBUCK AND CO.	LUXOTTICA RETAIL NORTH AMERICA INC	THIS KARDASHIAN ONLINE LICENSE AGREEMENT (TOGETHER WITH ALL SCHEDULE HERTO, THE 'AGREEMENT') IS ENTERED INTO AS OF NOVEMBER 21, 2012 (THE EFFECTIVE DATE), BY SEARS HOLDINGS MANAGEMENT CORP., A DELAWARE CORPORATION, AS AGENT FOR SEARS, ROEBUCK AND CO., A N	N/A	N/A	05/30/2021	N/A	N/A	N/A	
102	2010	SEARS, ROEBUCK AND CO.	COLE VISION CORPORATION	COLE VISION CORPORATION AND SEARS, ROEBUCK AND CO. ARE PARTIES TO VARIOUS LICENSE AGREEMENTS FOR THE OPRATION OF SEARS OPTICAL LOCATIONS IN SEARS LOCATIONS AND IN FREE-STANDING LOCATIONS (THE 'AGREEMENTS') ON AUGUST 2, 2009, COLE VISION CORPORATION WILL	N/A	N/A	5/30/21	N/A	N/A	N/A	Cure amount resolved
103	2503 1976	SEARS HOLDINGS MANAGEMENT CORPORATION	PEOPLEREADY - LABOR READY MIDWEST INC	AMENDMENT 01 TO VENDOR AGREEMENT	CW2300313	N/A	04/30/2020	-	-	-	
104	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	LABOR READY MIDWEST INC	IT-LABOR READY-MSA-MAY 2015	CW2300313	N/A	04/30/2020	-	-	-	
105	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	LABOR READY MIDWEST INC	TEMPLABOR - LABOR READY - K MART ONE OFF TEMP INVOICING	CW2314677	N/A	04/30/2020	-	-	-	
106	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	LABOR READY MIDWEST INC	AMENDMENT 3 TO MSA	CW2300313	N/A	04/30/2020	-	-	-	
107	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	GREER & KIRBY CO INC	SHC-FACILITIES-GREER AND KIRBY-MSA 2016	CW2313422	N/A	04/30/2021	-	-	-	
108	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	IKON OFFICE SOLUTIONS INC	IT - RICHU USA (IKON OFFICE SOLUTIONS INC) - MASTER ADMINSTRATIVE SERVICES AGREEMENT - 2010	CW2322067	N/A	01/17/2020	-	-	-	
109	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	IKON OFFICE SOLUTIONS INC	IT - RICHU USA (IKON OFFICE SOLUTIONS INC) - AMENDMENT TO MASTER ADMINSTRATIVE SERVICES AGREEMENT - 2010	N/A	N/A	01/17/2020	-	-	-	
110	N/A	SEARS, ROEBUCK AND CO.	DPL ENERGY	FAC - DPL ENERGY - SUPPLY AGREEMENT 2017	CW2334067	N/A	03/18/2020	-	-	-	
111	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	RED HAT INC.	RED HAT ENTERPRISE AGREEMENT	N/A	N/A	2/7/09	-	-	-	
112	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	RED HAT INC.	RED HAT ENTERPRISE AGREEMENT - APPENDIX 3	N/A	N/A	2/7/09	-	-	-	
113	N/A	SEARS HOLDINGS MANAGEMENT CORPORATION	RED HAT INC.	RED HAT ENTERPRISE LINUX SERVER WITH SMART MANAGEMENT, STANDARD (PHYSICAL OF VIRTUAL NODES)	N/A	N/A	2/7/09	-	-	-	
114	N/A	SEARS HOME IMPROVEMENT PRODUCTS, INC.	REMODELING.COM, LLC	SOW #1 LEAD GENERATION SERVICES FOR SEARS HOME IMPROVEMENT PRODUCTS	N/A	N/A	7/31/21	-	-	-	
115	N/A	SEARS HOME IMPROVEMENT PRODUCTS, INC.	REMODELING.COM, LLC	REVISION TO EXHIBIT OF SOW #1 LEAD GENERATION SERVICES FOR SEARS HOME IMPROVEMENT PRODUCTS	N/A	N/A	7/31/21	-	-	-	